

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047

2010Open to Public
Inspection

A For the 2010 calendar year, or tax year beginning and ending																										
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td colspan="2">C Name of organization AMERICAN FEDERATION OF MUSICIANS OF THE UNITED STATES AND CANADA</td> <td>D Employer identification number 22-1476432</td> </tr> <tr> <td colspan="2">Doing Business As</td> <td rowspan="3">E Telephone number 212-869-1330</td> </tr> <tr> <td>Number and street (or P.O. box if mail is not delivered to street address)</td> <td>Room/suite</td> </tr> <tr> <td>1501 BROADWAY</td> <td>600</td> </tr> <tr> <td colspan="2">City or town, state or country, and ZIP + 4 NEW YORK, NY 10036</td> <td>G Gross receipts \$ 11,209,543.</td> </tr> <tr> <td colspan="2">F Name and address of principal officer: THOMAS F. LEE 1501 BROADWAY, NEW YORK, NY 10036</td> <td> H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶ </td> </tr> <tr> <td colspan="3"> I Tax-exempt status: <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c) (5) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 </td> </tr> <tr> <td colspan="3">J Website: ▶ WWW.AFM.ORG</td> </tr> <tr> <td colspan="3"> K Form of organization: <input type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input checked="" type="checkbox"/> Other ▶ NATIO L Year of formation: 1896 M State of legal domicile: NY </td> </tr> </table>	C Name of organization AMERICAN FEDERATION OF MUSICIANS OF THE UNITED STATES AND CANADA		D Employer identification number 22-1476432	Doing Business As		E Telephone number 212-869-1330	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	1501 BROADWAY	600	City or town, state or country, and ZIP + 4 NEW YORK, NY 10036		G Gross receipts \$ 11,209,543.	F Name and address of principal officer: THOMAS F. LEE 1501 BROADWAY, NEW YORK, NY 10036		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶	I Tax-exempt status: <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c) (5) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			J Website: ▶ WWW.AFM.ORG			K Form of organization: <input type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input checked="" type="checkbox"/> Other ▶ NATIO L Year of formation: 1896 M State of legal domicile: NY		
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Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: NATIONAL UNION PROMOTES AND BENEFITS THOSE CONNECTED WITH MUSICAL PERFORMANCES IN RADIO, TV AND			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	3	Number of voting members of the governing body (Part VI, line 1a)		
	4	Number of independent voting members of the governing body (Part VI, line 1b)		
	5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)		
	6	Total number of volunteers (estimate if necessary)		
	7a	Total unrelated business revenue from Part VIII, column (C), line 12		
7b	Net unrelated business taxable income from Form 990-T, line 34			
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year 9,997,762.	Current Year 9,200,751.
	9	Program service revenue (Part VIII, line 2g)	623,009.	624,208.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	73,365.	14,793.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,350,565.	1,369,791.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	12,044,701.	11,209,543.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
Expenses	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	5,833,051.	5,776,951.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	6,526,130.	6,273,269.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	12,359,181.	12,050,220.
	19	Revenue less expenses. Subtract line 18 from line 12	<314,480.>	<840,677.>
	Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year 12,789,496.
21		Total liabilities (Part X, line 26)	14,251,666.	3,579,087.
22		Net assets or fund balances. Subtract line 21 from line 20	8,537,830.	7,600,429.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer 		Date 8/30/11	
	Type or print name and title RAYMOND M. HAIR, JR., PRESIDENT			
Paid Preparer Use Only	Print/Type preparer's name JAMES P. WETZOLD	Preparer's signature	Date	Check if self-employed <input type="checkbox"/> PTIN
	Firm's name ▶ SALIBELLO & BRODER LLP	Firm's EIN ▶		
	Firm's address ▶ 633 THIRD AVENUE, 13TH FLOOR NEW YORK, NY 10017	Phone no. 212-315-5000		

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

SCANNED SEP 29 2011

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Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III ☐

1 Briefly describe the organization's mission:

NATIONAL UNION

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.


4a (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)
THE ORGANIZATION EXISTS TO ADVANCE, FOSTER, PROMOTE AND BENEFIT ALL THOSE
CONNECTED WITH MUSICAL PERFORMANCES IN THE FIELDS OF RADIO, TV AND
SOUND RECORDING, AND TO PROTECT AND SECURE THE RIGHTS OF THESE PERSONS
IN THEIR PROFESSIONAL ACTIVITIES.

4b (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4c (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4d Other program services. (Describe in Schedule O.)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses 

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Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>		X
2 Is the organization required to complete Schedule B, Schedule of Contributors?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?	X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
28a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
28b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
28c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?		X
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	X	

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Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a 3751		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 74		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)		2b X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?		3a X	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		3b X	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a X	
b If "Yes," enter the name of the foreign country: <u>CANADA</u> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b X
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			5c
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?			6a X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?			7a X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g X
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h X
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8	
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?		9a	
b Did the organization make a distribution to a donor, donor advisor, or related person?		9b	
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		13a	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?		14a	X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		14b	

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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI ☒

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	9	
b Enter the number of voting members included in line 1a, above, who are independent	9	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6 Does the organization have members or stockholders?	6	X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	8a	X
b Each committee with authority to act on behalf of the governing body?	8b	X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

	Yes	No
10a Does the organization have local chapters, branches, or affiliates?	10a	X
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b	X
11a Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	
13 Does the organization have a written whistleblower policy?	13	X
14 Does the organization have a written document retention and destruction policy?	14	X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a	X
b Other officers or key employees of the organization	15b	X
If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **NY, CA**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization **SAMUEL FOLIO - 212-869-1330**
1501 BROADWAY, NEW YORK, NY 10036

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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
WILLIAM SKOLNIK VICE-PRES.	40.00	X						113,006.	0.	12,733.
RAYMOND M. HAIR, JR PRESIDENT	40.00	X						62,088.	0.	7,070.
SAM FOLIO SEC-TREAS	40.00	X						113,006.	0.	12,706.
JOSEPH PARENTE EXEC COMM.	2.00	X						17,004.	0.	1,912.
BRUCE FIFE VICE-PRES.	40.00	X						8,077.	0.	924.
TINA C. MORRISON EXEC COMM.	2.00	X						6,540.	0.	748.
AUGUSTINO GAGLIARDI EXEC COMM.	2.00	X						6,540.	0.	748.
DAVE POMEROY EXEC COMM.	2.00	X						6,540.	0.	748.
VINCENT TROMBETTA EXEC COMM.	2.00	X						6,540.	0.	748.
THOMAS F. LEE PRESIDENT	40.00						X	82,599.	0.	9,186.
WILLIAM LINNEMAN EXEC COMM.	2.00						X	10,464.	0.	1,164.
HAROLD BRADLEY VICE-PRES.	40.00						X	12,923.	0.	1,437.
ERWIN PRICE EXEC COMM.	2.00						X	10,464.	0.	1,164.
ROBERT L. MCGREW EXEC COMM.	2.00						X	10,464.	0.	1,164.

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Part VII Section A. **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Sub-total								466,255.	0.	52,452.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								466,255.	0.	52,452.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization 2

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	X	
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
BENTLEY-HALL, INC., 221 WALTON ST # 200, SYRACUSE, NY 13202-1211	PRODUCTION FEES AND PUBLIC RELATIONS	606,684.
BREDHOFF & KAISER 805 FIFTEENTH ST., NW, WASHINGTON, DC 20005	LEGAL	435,584.
APPLEONE EMPLOYMENT SERVICES P.O. BOX 29048, GLENDALE, CA 91209-9048	TEMPORARY HELP	340,793.
WEBB COMMUNICATIONS, INC. 1 MAYNARD STREET, WILLIAMSPORT, PA 17701	PRINTING	312,419.
SALIBELLO & BRODER LLP, 633 THIRD AVE, 13TH FLOOR, NEW YORK, NY 10017	AUDITORS	259,499.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization 5

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Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a					
	b Membership dues	1b	9,185,751.				
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	15,000.				
	g Noncash contributions included in lines 1a-1f \$						
h Total. Add lines 1a-1f				9,200,751.			
Program Service Revenue	2 a <u>ADVERTISING REVENUE</u>	<u>Business Code</u>	511190	447,578.		447,578.	
	b <u>SUBSCRIPTION REVENUE U</u>		511190	176,630.	176,630.		
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f			624,208.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			14,793.			14,793.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties			163,284.			163,284.
	6 a Gross Rents	(i) Real	(ii) Personal				
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	b Less: cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss)						
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18						
	b Less: direct expenses						
	c Net income or (loss) from fundraising events						
	9 a Gross income from gaming activities. See Part IV, line 19						
	b Less: direct expenses						
	c Net income or (loss) from gaming activities						
	10 a Gross sales of inventory, less returns and allowances						
	b Less: cost of goods sold						
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue							
11 a <u>PROCESSING FEES</u>	<u>Business Code</u>	900099	879,342.	879,342.			
b <u>UNCLAIMED NEW USE MONI</u>		900099	304,434.	304,434.			
c <u>TRANSLATION OF FOREIGN</u>		900099	22,731.	22,731.			
d All other revenue							
e Total. Add lines 11a-11d			1,206,507.				
12 Total revenue. See instructions			11209543.	1,383,137.	447,578.	178,077.	

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Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	339,341.			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	3,882,126.			
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	496,987.			
9 Other employee benefits	864,844.			
10 Payroll taxes	320,567.			
11 Fees for services (non-employees)				
a Management				
b Legal	599,171.			
c Accounting	225,712.			
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses	58,413.			
14 Information technology				
15 Royalties				
16 Occupancy	912,027.			
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	534,178.			
20 Interest				
21 Payments to affiliates	330,139.			
22 Depreciation, depletion, and amortization	130,407.			
23 Insurance				
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a PUBLISHING EXPENSES	1,245,300.			
b STRIKE BENEFITS	630,450.			
c LEASED EMPLOYEES	385,874.			
d OUTSIDE SERVICES	198,875.			
e PUBLIC RELATIONS	178,840.			
f All other expenses	843,883.			
25 Total functional expenses. Add lines 1 through 24f	12,177,134.			
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

**AMERICAN FEDERATION OF MUSICIANS OF THE
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Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	287,561.	1	621,657.
	2 Savings and temporary cash investments	5,914,038.	2	5,528,641.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	1,934,153.	4	1,608,369.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net	115,038.	7	188,993.
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	88,265.	9	101,911.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,824,247.		
	b Less accumulated depreciation	10b 1,564,626.	10c	259,621.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11	4,130,701.	12	2,838,125.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	41,204.	15	32,199.
16 Total assets. Add lines 1 through 15 (must equal line 34)	12,789,496.	16	11,179,516.	
Liabilities	17 Accounts payable and accrued expenses	1,266,761.	17	804,381.
	18 Grants payable		18	
	19 Deferred revenue	16,660.	19	17,617.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities Complete Part X of Schedule D	2,968,245.	25	2,757,089.
	26 Total liabilities. Add lines 17 through 25	4,251,666.	26	3,579,087.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	3,455,591.	27	3,410,577.
	28 Temporarily restricted net assets	5,082,239.	28	4,189,852.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	8,537,830.	33	7,600,429.
	34 Total liabilities and net assets/fund balances	12,789,496.	34	11,179,516.

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Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	11,209,543.
2	Total expenses (must equal Part IX, column (A), line 25)	2	12,177,134.
3	Revenue less expenses. Subtract line 2 from line 1	3	-967,591.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	8,537,830.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	30,190.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	7,600,429.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII ☐

- 1** Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
- b** Were the organization's financial statements audited by an independent accountant?
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- d** If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:
☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form **990** (2010)

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010Open to Public
InspectionName of the organization **AMERICAN FEDERATION OF MUSICIANS OF THE
UNITED STATES AND CANADA**Employer identification number
22-1476432**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the
organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

**AMERICAN FEDERATION OF MUSICIANS OF THE
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Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a** ☐ Public exhibition **d** ☐ Loan or exchange programs
b ☐ Scholarly research **e** ☐ Other _____
c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

- c** Beginning balance
d Additions during the year
e Distributions during the year
f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as:

- a** Board designated or quasi-endowment ☐ _____ %
b Permanent endowment ☐ _____ %
c Term endowment ☐ _____ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
(ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		420,574.	288,893.	131,681.
d Equipment		1,403,673.	1,275,733.	127,940.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				259,621.

Schedule D (Form 990) 2010

AMERICAN FEDERATION OF MUSICIANS OF THE

Schedule D (Form 990) 2010

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Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) 11,304.33 SH UNION LABOR		
(B) LIFE INSURANCE CO	25,175.	COST
(C) 13.195 UNITS AFL-CIO		
(D) INVESTMENT TRUST	14,947.	COST
(E) 48 SHARES MET LIFE STOCK	1,927.	COST
(F) TD CANADA INVEST. - NEW		
(G) USE	2,150,015.	END-OF-YEAR MARKET VALUE
(H) BOARD DESIGNATED		
(I) INVESTMENT - RELOCATION	540,011.	END-OF-YEAR MARKET VALUE
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶	2,838,125.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of liability	(b) Amount
(1) Federal income taxes	
(2) NEW USE PAYMENTS HELD FOR	
(3) DISTRIBUTION	2,669,502.
(4) COLLECTIONS AWAITING DISPOSITION	33,108.
(5) DUE TO AFFILIATES	54,479.
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	2,757,089.

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

032053
12-20-10

SEE PART XIV FOR CONTINUATIONS

AMERICAN FEDERATION OF MUSICIANS OF THE

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Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	11,209,543.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	12,177,134.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-967,591.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	30,190.
9	Total adjustments (net). Add lines 4 through 8	9	30,190.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-937,401.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b, Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2: THE FEDERATION EVALUATES EACH TAX POSITION

INDIVIDUALLY USING THE RECOGNITION AND MEASUREMENT CRITERIA ESTABLISHED IN FASB ASC 740-10. THAT IS, FIRST, THE FEDERATION RECOGNIZES THE FINANCIAL STATEMENT BENEFIT OF A TAX POSITION IF IT DETERMINES THAT IT IS MORE-LIKELY-THAN-NOT (I.E. A LIKELIHOOD OF MORE THAN 50 PERCENT), BASED ON THE TECHNICAL MERITS, THAT THE POSITION WILL BE SUSTAINED ON EXAMINATION. THEN, THE FEDERATION MEASURES THE AMOUNT OF BENEFIT DERIVED FROM SUCH TAX POSITION AS THE LARGEST AMOUNT OF TAX BENEFIT THAT IS GREATER THAN 50

Part XIV Supplemental Information (continued)

PERCENT LIKELY OF BEING REALIZED UPON SETTLEMENT. THE DIFFERENCE BETWEEN A TAX POSITION TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN AND THE TAX BENEFIT RECOGNIZED AND MEASURED ACCORDING TO THE AFOREMENTIONED CRITERIA IS AN UNRECOGNIZED TAX BENEFIT FOR WHICH A LIABILITY IS CREATED (AND AN EXPENSE IS RECORDED). ANY LIABILITY FOR UNRECOGNIZED TAX BENEFITS IS CLASSIFIED AS CURRENT LIABILITY TO THE EXTENT THAT THE FEDERATION ANTICIPATES PAYMENT OF CASH WITHIN ONE YEAR FROM THE DATE OF THE STATEMENT OF FINANCIAL POSITION. THE FEDERATION CLASSIFIES INTEREST AND PENALTIES ASSOCIATED WITH THE LIABILITY FOR UNRECOGNIZED TAX BENEFITS AS INCOME TAX EXPENSE. THE FEDERATION IS NO LONGER SUBJECT TO U.S. FEDERAL, STATE AND LOCAL, OR NON-U.S. INCOME TAX EXAMINATIONS BY TAX AUTHORITIES FOR YEARS BEFORE 2007. THE FEDERATION'S ADOPTION OF THE GUIDANCE ESTABLISHED UNDER FASB ASC 740 DID NOT HAVE AN IMPACT ON ITS FINANCIAL STATEMENTS.

PART XI, LINE 8 - OTHER ADJUSTMENTS:

DIFFERENCE BETWEEN BOOK AND TAX DEPRECIATION

FOREIGN CURRENCY TRANSLATION ADJUSTMENT

**SCHEDULE J
(Form 990)**Department of the Treasury
Internal Revenue Service**Compensation Information**For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees▶ Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010Open to Public
Inspection

Name of the organization

**AMERICAN FEDERATION OF MUSICIANS OF THE
UNITED STATES AND CANADA**

Employer identification number

22-1476432**Part I Questions Regarding Compensation****1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990,
Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.☐ First-class or charter travel☐ Housing allowance or residence for personal use☐ Travel for companions☐ Payments for business use of personal residence☐ Tax indemnification and gross-up payments☐ Health or social club dues or initiation fees☐ Discretionary spending account☐ Personal services (e.g., maid, chauffeur, chef)**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or
reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors,
trustees, and the CEO/Executive Director, regarding the items checked in line 1a?**3** Indicate which, if any, of the following the organization uses to establish the compensation of the organization's
CEO/Executive Director. Check all that apply.☐ Compensation committee☐ Written employment contract☐ Independent compensation consultant☐ Compensation survey or study☐ Form 990 of other organizations☐ Approval by the board or compensation committee**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing
organization or a related organization:**a** Receive a severance payment or change-of-control payment from the organization or a related organization?**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?**c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation
contingent on the revenues of:**a** The organization?**b** Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation
contingent on the net earnings of:**a** The organization?**b** Any related organization?

If "Yes" to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments
not described in lines 5 and 6? If "Yes," describe in Part III**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the
initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in
Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

X

X

X

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2010

**AMERICAN FEDERATION OF MUSICIANS OF THE
UNITED STATES AND CANADA**

22-1476432

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 THOMAS F. LEE	(i) 82,599.	0.	0.	9,186.	0.	91,785.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
2 WILLIAM LINNEMAN	(i) 10,464.	0.	0.	1,164.	0.	11,628.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
3 HAROLD BRADLEY	(i) 12,923.	0.	0.	1,437.	0.	14,360.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
4 ERWIN PRICE	(i) 10,464.	0.	0.	1,164.	0.	11,628.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
5 ROBERT L. MCGREW	(i) 10,464.	0.	0.	1,164.	0.	11,628.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
6	(i)						
	(ii)						
7	(i)						
	(ii)						
8	(i)						
	(ii)						
9	(i)						
	(ii)						
10	(i)						
	(ii)						
11	(i)						
	(ii)						
12	(i)						
	(ii)						
13	(i)						
	(ii)						
14	(i)						
	(ii)						
15	(i)						
	(ii)						
16	(i)						
	(ii)						

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization

AMERICAN FEDERATION OF MUSICIANS OF THE
UNITED STATES AND CANADA

Employer identification number
22-1476432

FORM 990, PART I, ITEM K, OTHER ORGANIZATION TYPE:

NATIONAL UNION

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

SOUND RECORDING AND TO PROTECT AND SECURE THE RIGHTS OF THESE PERSONS
IN THEIR PROFESSIONAL ACTIVITIES.

FORM 990, PART VI, SECTION A, LINE 5: DURING 2010, MANAGEMENT BECAME
AWARE OF ACTIONS POTENTIALLY RESULTING IN A DIVERSION OF A PORTION OF THE
AFM'S ASSETS AND, AS A CORRECTIVE ACTION, FILED SUIT IN THE ONTARIO SUPREME
COURT OF JUSTICE TO SEEK APPROPRIATE REMEDIES. FOR A DESCRIPTION OF THE
NATURE AND TIMING OF THE DIVERSION AND AMOUNTS INVOLVED, AS WELL AS THE
RELIEF SOUGHT, PLEASE SEE THE ATTACHED COMPLAINT, WHICH WAS FILED IN THE
ONTARIO SUPERIOR COURT OF JUSTICE.

FORM 990, PART VI, SECTION A, LINE 6: AFM HAS MEMBERS WHO ELECT THE
DELEGATES THAT ELECT THE AFM'S GOVERNING BODY.

FORM 990, PART VI, SECTION A, LINE 7A: THE AFM HAS MEMBERS WHO ELECT THE
DELEGATES THAT ELECT THE AFM'S GOVERNING BODY AND APPROVE CHANGES TO THE
AFM'S BYLAWS AT THE CONVENTION.

FORM 990, PART VI, SECTION A, LINE 7B: ALTERATIONS OR AMENDMENTS TO THE
BYLAWS MUST RECEIVE A MAJORITY VOTE OF DELEGATES AT THE TRIENNIAL
CONVENTION.

Name of the organization **AMERICAN FEDERATION OF MUSICIANS OF THE
UNITED STATES AND CANADA**

Employer identification number
22-1476432

FORM 990, PART VI, SECTION B, LINE 11: THE FORM 990 IS PROVIDED TO AND
REVIEWED BY THE EXECUTIVE COMMITTEE BEFORE IT IS FILED.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION'S GOVERNING
DOCUMENTS AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON REQUEST
AS PART OF THE AMERICAN FEDERATION OF MUSICIANS' LM-2 FILING AND THROUGH
THE AFM WEBSITE.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

DIFFERENCE BETWEEN BOOK AND TAX DEPRECIATION	28,776.
FOREIGN CURRENCY TRANSLATION ADJUSTMENT	1,414.
TOTAL TO FORM 990, PART XI, LINE 5	30,190.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

► Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2010

**Open to Public
Inspection**

Name of the organization

AMERICAN FEDERATION OF MUSICIANS OF THE
UNITED STATES AND CANADA

Employer identification number
22-1476432

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
AF OF M MUTUAL BENEFIT TRUST FUND - 13-6976195, 1501 BROADWAY, 6TH FLOOR, NEW YORK, NY 10036	PROVIDES DEATH BENEFITS TO PARTICIPATING MEMBERS OF THE AFM	NEW YORK	501(C)(5)		NOT APPLICABLE		X
LESTER PETRILLO MEMORIAL TRUST FUND FOR DISABLED MUSICIANS - 13-6121367, 1501 BROADWAY, 6TH FLOOR, NEW YORK, NY 10036	PROVIDES SUPPORT FOR DISABLED MUSICIANS	NEW YORK	501(C)(3)	11A	NOT APPLICABLE		X
MUSICIANS DISASTER RELIEF FUND CHARITABLE TRUST - 20-3513109, 1501 BROADWAY, 6TH FLOOR, NEW YORK, NY 10036	PROVIDES BENEFIT PAYMENTS TO MUSICIANS SUFFERING FINANCIAL HARDSHIPS	NEW YORK	501(C)(3)	7	NOT APPLICABLE		X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2010

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related

[illegible]

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

[illegible]

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to other organization(s)
- c** Gift, grant, or capital contribution from other organization(s)
- d** Loans or loan guarantees to or for other organization(s)
- e** Loans or loan guarantees by other organization(s)

- f** Sale of assets to other organization(s)
- g** Purchase of assets from other organization(s)
- h** Exchange of assets
- i** Lease of facilities, equipment, or other assets to other organization(s)

- j** Lease of facilities, equipment, or other assets from other organization(s)
- k** Performance of services or membership or fundraising solicitations for other organization(s)
- l** Performance of services or membership or fundraising solicitations by other organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets
- n** Sharing of paid employees

- o** Reimbursement paid to other organization for expenses
- p** Reimbursement paid by other organization for expenses

- q** Other transfer of cash or property to other organization(s)
- r** Other transfer of cash or property from other organization(s)

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
LESTER PETRILLO MEMORIAL TRUST FUND FOR (1) DISABLED MUSICIANS	Q	37,592.FMV	
(2)			
(3)			
(4)			
(5)			
(6)			

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue)

Schedule B (Form 990) 2010	
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Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

Asset Number	Description of property							
	Date placed in service	Method/ IRC sec	Life or rate	Line No	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
1	TRANSLATION ADJUSTMENT - CANADIAN ASSETS							
	12/31/98		.000	16				0.
2	COMPUTER EQUIPMENT - GENERAL NY							
	05/25/99	SL	5.00	16	17,861.		17,861.	0.
3	FURNITURE - GENERAL NY							
	09/13/99	SL	5.00	16	1,908.		1,908.	0.
4	COMPUTER EQUIPMENT - INTERNATIONAL MUSICIAN							
	03/01/99	SL	5.00	16	4,826.		4,826.	0.
5	NEW USE/RECEIPTS APPLICATION - GENERAL NY							
	12/31/99	SL	5.00	16	14,010.		13,356.	0.
6	FILING SYSTEM							
	07/18/00	SL	5.00	17	13,546.		13,546.	0.
7	TABLES/STACKING CHAIR							
	07/27/00	SL	5.00	17	734.		734.	0.
8	MODULARS EMSD/UP							
	08/03/00	SL	5.00	17	13,741.		13,741.	0.
9	FURNITURE - GENERAL NY							
	09/21/00	SL	5.00	17	1,014.		1,014.	0.
10	EXECUTIVE OFF. FURNITURE							
	10/05/00	SL	5.00	17	10,690.		10,690.	0.
11	FURNITURE & FIXTURES - NIELSON							
	10/05/00	SL	5.00	17	6,919.		6,919.	0.
12	EMSD RE-BUILD							
	10/05/00	SL	5.00	17	8,403.		8,403.	0.
13	EMSD-MILELLY							
	10/05/00	SL	5.00	17	776.		776.	0.
14	FURNITURE							
	10/16/00	SL	5.00	17	3,651.		3,651.	0.
15	WORKSTATIONS							
	10/20/00	SL	5.00	17	8,064.		8,064.	0.
16	FURNITURE							
	10/27/00	SL	5.00	17	10,814.		10,814.	0.
17	OFFICE FURNITURE							
	10/27/00	SL	5.00	17	3,477.		3,477.	0.
18	OFFICE FURNITURE							
	10/31/00	SL	5.00	17	12,503.		12,503.	0.
19	ICEMAKER/MICROWAVE							
	11/09/00	SL	5.00	17	1,552.		1,552.	0.
20	INT SERVER							
	11/13/00	SL	5.00	17	704.		704.	0.
21	OUTSIDE MAIL ROOM							
	11/22/00	SL	5.00	17	6,280.		6,280.	0.
22	TOP DRAWER ROLL OUT SHELF							
	11/22/00	SL	5.00	17	2,749.		2,749.	0.
23	CONFERENCE TABLE							
	11/27/00	SL	5.00	17	4,465.		4,465.	0.
24	WORK STATION-O&E							
	12/04/00	SL	5.00	17	3,117.		3,117.	0.
25	WORK STATIONS-TREASURER							
	12/04/00	SL	5.00	17	21,073.		21,073.	0.
26	WORK STATIONS-SECRETARY							
	12/04/00	SL	5.00	17	3,452.		3,452.	0.
27	WORK STATIONS-SSD							
	12/04/00	SL	5.00	17	3,333.		3,333.	0.

Asset Number	Description of property							
	Date placed in service	Method/IRC sec	Life or rate	Line No	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
28	TOP DRAWER LEW							
	120500SL	5.00	17		2,760.		2,760.	0.
29	OUTSIDE MAIL ROOM							
	121500SL	5.00	17		1,187.		1,187.	0.
30	FURNITURE COUNTER/BOOKCASE							
	121900SL	5.00	17		922.		922.	0.
31	PANELS & CONNECTOR							
	123100SL	5.00	17		1,095.		1,095.	0.
32	PERFORMER COMPUTER - WEST COAST							
	013100SL	5.00	17		16,173.		16,173.	0.
33	PERFORMER FULL TOWER SERVER -WEST COAST							
	022900SL	5.00	17		3,090.		3,090.	0.
34	COMPUTER EQUIPMENT							
	033100SL	5.00	17		9,433.		9,433.	0.
35	PERFORMER COMPUTERS MID TOWER							
	022900SL	5.00	17		3,269.		3,269.	0.
36	LAPTOP-IBM THINK PAD							
	043000SL	5.00	17		1,309.		1,309.	0.
37	PERFORMER & MONITOR							
	053000SL	5.00	17		958.		958.	0.
38	COMPUTER EQUIPMENT							
	082400SL	5.00	17		1,463.		1,463.	0.
39	COMPUTER EQUIPMENT-HOLLYSOFT							
	092100SL	5.00	17		6,400.		6,400.	0.
40	COMPUTER EQUIPMENT							
	092100SL	5.00	17		915.		915.	0.
41	COMPUTER EQUIPMENT							
	102600SL	5.00	17		1,706.		1,706.	0.
42	SERVERS							
	111700SL	5.00	17		4,622.		4,622.	0.
43	NEW SERVERS							
	111700SL	5.00	17		330.		330.	0.
44	CEP AP LASER/SCANNED SIG							
	110100SL	5.00	17		1,140.		1,140.	0.
45	COMPUTER EQUIPMENT							
	111700SL	5.00	17		9,575.		9,575.	0.
46	COMPUTER EQUIPMENT-HOLLYSOFT							
	121300SL	5.00	17		11,706.		11,706.	0.
47	COMPUTER EQUIPMENT							
	121800SL	5.00	17		1,292.		1,292.	0.
48	COMPUTER EQUIPMENT							
	123100SL	5.00	17		5,456.		5,456.	0.
49	NEWMARK/PARAMOUNT							
	123100SL	15.00	17		296,925.		214,353.	19,795.
50	DEMOLITION/DISPOSAL							
	123100SL	15.00	17		21,446.		13,585.	1,430.
51	TELEPHONE RE-WIRING							
	123100SL	15.00	17		23,552.		14,915.	1,570.
52	SECURITY CARD SWIPE							
	123100SL	15.00	17		4,158.		2,632.	277.
53	ARCHITECTURAL & DESIGN							
	123100SL	15.00	17		10,505.		6,650.	700.
54	LEASEHOLD IMPROVEMENTS							
	123100SL	15.00	17		23,500.		14,103.	1,567.

Asset Number	Description of property							
	Date placed in service	Method/IRC sec	Life or rate	Line No	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
55	LEASEHOLD IMPROVEMENTS							
	12/31/00	SL	15.00	17	6,000.		3,600.	400.
56	DIGITAL COPIER - CANADA							
	10/23/00	SL	5.00	17	9,898.		9,898.	0.
57	LAPTOP - WILLAERT CANADA							
	10/11/01	SL	5.00	17	2,360.		2,360.	0.
58	LEASEHOLD IMPROVEMENTS NY 2001							
	12/31/01	SL	15.00	17	5,965.		3,325.	398.
59	CDW/HP PRINTER - IM 2001							
	12/31/01	SL	5.00	17	825.		825.	0.
60	FURNITURE - GENERAL NY 2001							
	12/31/01	SL	5.00	17	49,899.		49,899.	0.
61	COMPUTER - WEST COAST 2001							
	12/31/01	SL	5.00	17	8,852.		8,852.	0.
62	LAPTOPS-GENERAL NY 2001							
	12/31/01	SL	5.00	17	11,490.		11,490.	0.
63	HOLLYSOFT SOFTWARE NY 2001							
	12/31/01	SL	7.00	17	41,509.		41,509.	0.
64	DELL COMPUTERS NY 2001							
	12/31/01	SL	5.00	17	15,826.		15,826.	0.
65	FILE CABINETS WEST COAST 2001							
	12/31/01	SL	5.00	17	2,520.		2,520.	0.
66	LEASEHOLD IMPROVEMENTS							
	04/05/02	SL	15.00	17	1,505.	452.	534.	70.
67	FURNITURE - GENERAL NY 2002							
	06/26/02	SL	5.00	17	867.	260.	607.	0.
68	FURNITURE KITCHEN/MAILROOM							
	01/25/02	SL	5.00	17	6,278.	1,883.	4,395.	0.
69	FURNITURE - WEST COAST LATERAL DRAWERS							
	01/16/02	SL	5.00	17	2,367.	710.	1,657.	0.
70	FURNITURE - WEST COAST WORK STATION							
	01/31/02	SL	5.00	17	34,628.		34,628.	0.
71	FURNITURE - WEST COAST ADV LIQUID/3 36"							
	07/01/02	SL	5.00	17	1,788.	536.	1,252.	0.
72	HOLLYSOFT SOFTWARE NY 2002							
	12/31/02	SL	3.00	17	15,919.	4,776.	11,143.	0.
73	COMPUTER - NEW YORK 2002							
	12/31/02	SL	5.00	17	4,434.	1,665.	2,769.	0.
74	DELL COMPUTERS NY 2002							
	12/31/02	SL	5.00	17	12,965.	3,554.	9,394.	0.
75	COMPUTER - WEST COAST 2002							
	12/31/02	SL	5.00	17	4,962.	1,489.	3,473.	0.
76	LEASEHOLD IMPROVEMENTS							
	10/09/03	SL	5.00	17	5,074.		4,703.	0.
77	LEASEHOLD IMPROVEMENTS							
	12/22/03	SL	5.00	17	3,259.		3,259.	0.
78	COMPUTER - NEW YORK 2003							
	02/05/03	SL	3.00	17	1,882.		1,882.	0.
79	COMPUTER - NEW YORK 2003							
	03/17/03	SL	3.00	17	897.		897.	0.
80	COMPUTER - NEW YORK 2003							
	05/15/03	SL	3.00	17	2,182.		2,182.	0.
81	COMPUTER - NEW YORK 2003							
	05/15/03	SL	3.00	17	2,666.		2,666.	0.

Asset Number	Description of property							
	Date placed in service	Method/IRC sec	Life or rate	Line No	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
82	COMPUTER - NEW YORK 2003							
	080603	SL	3.00	17	1,007.		981.	0.
83	COMPUTER - NEW YORK 2003							
	080603	SL	3.00	17	1,007.		981.	0.
84	COMPUTER - NEW YORK 2003							
	080603	SL	3.00	17	1,007.		981.	0.
85	COMPUTER - NEW YORK 2003							
	080803	SL	3.00	17	11,080.		10,784.	0.
86	COMPUTER - NEW YORK 2003							
	092503	SL	3.00	17	1,055.		982.	0.
87	COMPUTER - NEW YORK 2003							
	092603	SL	3.00	17	855.		795.	0.
88	COMPUTER - NEW YORK 2003							
	101603	SL	3.00	17	463.		417.	0.
89	COMPUTER - NEW YORK 2003							
	122103	SL	5.00	17	4,877.		4,877.	0.
90	COMPUTER - NEW YORK 2003							
	123103	SL	3.00	17	3,141.		3,141.	0.
91	COMPUTER - NEW YORK 2003							
	123103	SL	3.00	17	4,341.		4,341.	0.
92	COMPUTER - NEW YORK 2003							
	123103	SL	3.00	17	4,429.		4,428.	0.
93	COMPUTER - NEW YORK 2003							
	123103	SL	5.00	17	2,730.		2,730.	0.
94	COMPUTER - NEW YORK 2003							
	123103	SL	5.00	17	7,000.		7,000.	0.
95	FURNITURE & FIXTURES-LA 2003							
	110803	SL	5.00	17	573.		536.	0.
96	FURNITURE & FIXTURES-LA 2003							
	111003	SL	5.00	17	758.		710.	0.
97	COMPUTER - LA 2003							
	092603	SL	3.00	17	2,559.		2,132.	0.
98	FURNITURE & FIXTURE - CANADA							
	120803	SL	5.00	17	498.		458.	0.
99	COMPUTER - CANADA							
	100603	SL	3.00	17	2,616.		2,398.	0.
100	FURNITURE - GENERAL NY 2004							
	102704	SL	5.00	17	233.		233.	0.
101	FURNITURE - GENERAL NY 2004							
	102304	SL	5.00	17	3,506.		3,231.	0.
102	LAPTOP - NEW YORK 2004							
	033104	SL	5.00	17	4,843.		4,843.	0.
103	COMPUTER - NEW YORK 2004							
	033104	SL	3.00	17	15,804.		14,750.	0.
104	COMPUTER - NEW YORK 2004							
	043004	SL	5.00	17	1,279.		1,279.	0.
105	PRINTER WC - NEW YORK 2004							
	051104	SL	3.00	17	322.		322.	0.
106	COMPUTER - NEW YORK 2004							
	053104	SL	5.00	17	1,390.		1,390.	0.
107	COMPUTER - NEW YORK 2004							
	063004	SL	5.00	17	629.		629.	0.
108	COMPUTER - NEW YORK 2004							
	070804	SL	3.00	17	20,971.		20,970.	0.

Asset Number	Description of property							
	Date placed in service	Method/ IRC sec	Life or rate	Line No	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
109	COMPUTER - NEW YORK 2004							
	072204	SL	5.00	17	2,934.		2,934.	0.
110	COMPUTER - NEW YORK 2004							
	092804	SL	3.00	17	1,686.		1,686.	0.
111	COMPUTER - NEW YORK 2004							
	033104	SL	5.00	17	4,099.		4,099.	0.
112	COMPUTER - NEW YORK 2004							
	010104	SL	5.00	17	46,734.		46,734.	0.
113	COMPUTER - NEW YORK 2004							
	120104	SL	5.00	17	43,111.		43,111.	0.
114	REFRIGERATOR -WEST COAST 2004							
	102904	SL	5.00	17	378.		378.	0.
115	FURNITURE - WEST COAST LATERRAL DRAWERS 2004							
	111504	SL	5.00	17	1,075.		1,075.	0.
116	MEMORY CARD - WEST COAST 2004							
	093004	SL	5.00	17	271.		271.	0.
117	EQUIPMENTS							
	061605	SL	5.00	17	16,736.		15,062.	1,674.
118	FURNITURE & FIXTURE							
	011805	SL	5.00	17	1,426.		1,283.	143.
119	FURNITURE & FIXTURE							
	011805	SL	5.00	17	1,367.		1,229.	138.
120	FURNITURE & FIXTURE							
	091605	SL	5.00	17	1,167.		1,049.	118.
121	FURNITURE & FIXTURE							
	091605	SL	5.00	17	1,889.		1,701.	188.
122	FURNITURE & FIXTURE							
	011805	SL	5.00	17	634.		571.	63.
123	FURNITURE & FIXTURE							
	093005	SL	5.00	17	820.		738.	82.
124	FURNITURE & FIXTURE							
	093005	SL	5.00	17	3,346.		3,011.	335.
125	FURNITURE & FIXTURE							
	070105	SL	5.00	17	3,258.		2,934.	324.
126	FURNITURE & FIXTURE							
	102005	SL	5.00	17	2,004.		1,804.	200.
127	FURNITURE & FIXTURE							
	102005	SL	5.00	17	461.		414.	47.
128	FURNITURE & FIXTURE							
	102005	SL	5.00	17	581.		522.	59.
129	FURNITURE & FIXTURE							
	120205	SL	5.00	17	1,047.		941.	106.
130	FURNITURE & FIXTURE							
	120205	SL	5.00	17	5,620.		5,058.	562.
131	FURNITURE & FIXTURE							
	120205	SL	5.00	17	326.		293.	33.
132	COMPUTERS							
	070105	SL	3.00	17	19,353.		19,353.	0.
133	SYSTEM UPGRADE							
	070105	SL	5.00	17	237,214.		210,645.	26,569.
134	COPIER-CANADA							
	053105	SL	3.00	17	887.		887.	0.
135	COMPUTER-CANADA							
	122805	SL	3.00	17	1,202.		1,202.	0.

Asset Number	Description of property							
	Date placed in service	Method/IRC sec	Life or rate	Line No	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
136	COMPUTERS							
	120605	SL	3.00	17	5,145.		5,145.	0.
137	LEASEHOLD IMPROVEMENTS							
	070606	SL	5.00	17	800.		560.	160.
138	LEASEHOLD IMPROVEMENTS							
	071306	SL	5.00	17	18,315.		12,821.	3,663.
139	COMPUTER EQUIPMENT - CANADA							
	040706	SL	5.00	17	1,348.		945.	270.
140	(D) COMPUTER - CANADA							
	050906	SL	3.00	17	995.		995.	0.
141	COMPUTER - CANADA							
	061606	SL	3.00	17	988.		988.	0.
142	COMPUTER EQUIPMENT							
	011906	SL	5.00	17	12,000.		8,400.	2,400.
143	COMPUTER EQUIPMENT							
	012306	SL	5.00	17	5,240.		3,668.	1,048.
144	COMPUTER EQUIPMENT							
	012606	SL	5.00	17	1,716.		1,201.	343.
145	COMPUTER EQUIPMENT							
	020706	SL	5.00	17	2,640.		1,848.	528.
146	COMPUTER EQUIPMENT							
	020706	SL	5.00	17	5,185.		3,630.	1,037.
147	COMPUTER EQUIPMENT							
	021006	SL	5.00	17	1,182.		826.	236.
148	COMPUTER EQUIPMENT							
	022106	SL	5.00	17	6,912.		4,837.	1,382.
149	COMPUTER EQUIPMENT							
	022106	SL	5.00	17	3,960.		2,772.	792.
150	COMPUTER EQUIPMENT							
	031006	SL	5.00	17	10,735.		7,515.	2,147.
151	COMPUTER EQUIPMENT							
	031006	SL	5.00	17	8,929.		6,251.	1,786.
152	COMPUTER EQUIPMENT							
	032706	SL	5.00	17	2,305.		1,614.	461.
153	COMPUTER EQUIPMENT							
	040506	SL	5.00	17	11,010.		7,707.	2,202.
154	COMPUTER EQUIPMENT							
	042106	SL	5.00	17	2,640.		1,848.	528.
155	COMPUTER EQUIPMENT							
	051706	SL	5.00	17	2,420.		1,694.	484.
156	COMPUTER EQUIPMENT							
	051806	SL	5.00	17	1,745.		1,222.	349.
157	COMPUTER EQUIPMENT							
	052506	SL	5.00	17	4,835.		3,385.	967.
158	COMPUTER EQUIPMENT							
	062206	SL	5.00	17	1,175.		823.	235.
159	COMPUTER EQUIPMENT							
	080306	SL	5.00	17	620.		434.	124.
160	COMPUTER EQUIPMENT							
	080306	SL	5.00	17	1,125.		788.	225.
161	COMPUTER EQUIPMENT							
	082406	SL	5.00	17	1,673.		1,172.	335.
162	COMPUTER EQUIPMENT							
	082406	SL	5.00	17	6,650.		4,655.	1,330.

Asset Number	Description of property							
	Date placed in service	Method/IRC sec	Life or rate	Line No	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
163	COMPUTER EQUIPMENT							
	10/18/06	SL	5.00	17	1,915.		1,341.	383.
164	COMPUTER EQUIPMENT							
	10/18/06	SL	5.00	17	2,250.		1,575.	450.
165	COMPUTER EQUIPMENT							
	10/18/06	SL	5.00	17	990.		693.	198.
166	COMPUTER EQUIPMENT							
	10/18/06	SL	5.00	17	1,673.		1,172.	335.
167	COMPUTER EQUIPMENT							
	10/18/06	SL	5.00	17	660.		462.	132.
168	COMPUTER EQUIPMENT							
	10/18/06	SL	5.00	17	2,646.		1,852.	529.
169	COMPUTER EQUIPMENT							
	10/18/06	SL	5.00	17	3,596.		2,517.	719.
170	COMPUTER EQUIPMENT							
	10/30/06	SL	5.00	17	20,000.		14,000.	4,000.
171	COMPUTER EQUIPMENT							
	01/09/07	SL	5.00	17	60,000.		30,000.	12,000.
172	COMPUTER EQUIPMENT							
	12/13/06	SL	5.00	17	3,621.		2,629.	724.
173	FURNITURE & FIXTURE							
	06/06/06	SL	5.00	17	3,191.		2,233.	638.
174	COMPUTER EQUIPMENT							
	12/01/07	SL	5.00	17	16,283.		7,076.	3,257.
175	COMPUTER EQUIPMENT							
	12/31/08	SL	5.00	17	18,097.	9,049.	2,036.	1,810.
176	COMPUTER EQUIPMENT							
	12/31/08	SL	5.00	17	8,117.	4,059.	913.	812.
178	COMPUTER EQUIPMENT							
	01/01/09	SL	5.00	17	3,499.		2,175.	700.
179	COMPUTER EQUIPMENT							
	01/01/10	SL	3.00	19A	1,450.			242.
180	COMPUTER EQUIPMENT							
	01/01/10	SL	3.00	19A	3,725.			621.
181	COMPUTER EQUIPMENT							
	01/01/10	SL	5.00	19B	72,550.			7,255.
182	COMPUTER - CANADA							
	06/01/10	SL	5.00	19B	4,500.			450.
183	COMPUTER EQUIPMENT							
	01/01/10	SL	3.00	19A	1,613.			269.
184	COMPUTER EQUIPMENT							
	06/01/09	SL	5.00	17	71,175.		7,118.	14,235.
185	(D) COMPUTER EQUIPMENT							
	06/01/09	SL	3.00	17	1,684.		281.	281.
186	COMPUTER EQUIPMENT							
	06/01/09	SL	3.00	17	1,462.		544.	487.
	* TOTAL 990 PAGE 10 DEPR							
					1,826,950.	28,433.	1,397,257.	130,407.

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	TRANSLATION ADJUSTMENT - CANADIAN COMPUTER EQUIPMENT	123198		.000	16							0.
2	GENERAL NY FURNITURE - GENERAL	052599SL	SL	5.00	16	17,861.			17,861.	17,861.		0.
3	NY COMPUTER EQUIPMENT	091399SL	SL	5.00	16	1,908.			1,908.	1,908.		0.
4	INTERNATIONAL MUS NEW USE/RECEIPTS	030199SL	SL	5.00	16	4,826.			4,826.	4,826.		0.
5	APPLICATION - GENER	123199SL	SL	5.00	16	14,010.			14,010.	13,356.		0.
6	FILING SYSTEM TABLES/STACKING	071800SL	SL	5.00	17	13,546.			13,546.	13,546.		0.
7	CHAIR	072700SL	SL	5.00	17	734.			734.	734.		0.
8	MODULARS EMSD/UP FURNITURE - GENERAL	080300SL	SL	5.00	17	13,741.			13,741.	13,741.		0.
9	NY EXECUTIVE OFF.	092100SL	SL	5.00	17	1,014.			1,014.	1,014.		0.
10	FURNITURE	100500SL	SL	5.00	17	10,690.			10,690.	10,690.		0.
11	FURNITURE & FIXTURES - NIELSON	100500SL	SL	5.00	17	6,919.			6,919.	6,919.		0.
12	EMSD RE-BUILD	100500SL	SL	5.00	17	8,403.			8,403.	8,403.		0.
13	EMSD-MILELLY	100500SL	SL	5.00	17	776.			776.	776.		0.
14	FURNITURE	101600SL	SL	5.00	17	3,651.			3,651.	3,651.		0.
15	WORKSTATIONS	102000SL	SL	5.00	17	8,064.			8,064.	8,064.		0.
16	FURNITURE	102700SL	SL	5.00	17	10,814.			10,814.	10,814.		0.
17	OFFICE FURNITURE	102700SL	SL	5.00	17	3,477.			3,477.	3,477.		0.
18	OFFICE FURNITURE	103100SL	SL	5.00	17	12,503.			12,503.	12,503.		0.

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05-01-10

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

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- CURRENT YEAR FEDERAL - AMERICAN FEDERATION OF MUSICIANS OF THE UNITED STATES AND CANADA

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
19	ICEMAKER/MICROWAVE	110900SL		5.00	17	1,552.			1,552.	1,552.		0.
20	INT SERVER	111300SL		5.00	17	704.			704.	704.		0.
21	OUTSIDE MAIL ROOM	112200SL		5.00	17	6,280.			6,280.	6,280.		0.
22	TOP DRAWER ROLL OUT SHELF	112200SL		5.00	17	2,749.			2,749.	2,749.		0.
23	CONFERENCE TABLE	112700SL		5.00	17	4,465.			4,465.	4,465.		0.
24	WORK STATION-O&E WORK	120400SL		5.00	17	3,117.			3,117.	3,117.		0.
25	STATIONS-TREASURER WORK	120400SL		5.00	17	21,073.			21,073.	21,073.		0.
26	STATIONS-SECRETARY WORK	120400SL		5.00	17	3,452.			3,452.	3,452.		0.
27	WORK STATIONS-SSD	120400SL		5.00	17	3,333.			3,333.	3,333.		0.
28	TOP DRAWER LEW	120500SL		5.00	17	2,760.			2,760.	2,760.		0.
29	OUTSIDE MAIL ROOM FURNITURE	121500SL		5.00	17	1,187.			1,187.	1,187.		0.
30	COUNTER/BOOKCASE	121900SL		5.00	17	922.			922.	922.		0.
31	PANELS & CONNECTOR PERFORMER COMPUTER	123100SL		5.00	17	1,095.			1,095.	1,095.		0.
32	WEST COAST PERFORMER FULL	013100SL		5.00	17	16,173.			16,173.	16,173.		0.
33	TOWER SERVER -WEST	022900SL		5.00	17	3,090.			3,090.	3,090.		0.
34	COMPUTER EQUIPMENT PERFORMER COMPUTERS	033100SL		5.00	17	9,433.			9,433.	9,433.		0.
35	MID TOWER LAPTOP-IBM THINK	022900SL		5.00	17	3,269.			3,269.	3,269.		0.
36	PAD	043000SL		5.00	17	1,309.			1,309.	1,309.		0.

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05-01-10

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

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- CURRENT YEAR FEDERAL - AMERICAN FEDERATION OF MUSICIANS OF THE UNITED STATES AND CANADA

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
37	PERFORMER & MONITOR	053000SL		5.00	17	958.			958.	958.		0.
38	COMPUTER EQUIPMENT	082400SL		5.00	17	1,463.			1,463.	1,463.		0.
39	EQUIPMENT-HOLLYSOFT	092100SL		5.00	17	6,400.			6,400.	6,400.		0.
40	COMPUTER EQUIPMENT	092100SL		5.00	17	915.			915.	915.		0.
41	COMPUTER EQUIPMENT	102600SL		5.00	17	1,706.			1,706.	1,706.		0.
42	SERVERS	111700SL		5.00	17	4,622.			4,622.	4,622.		0.
43	NEW SERVERS	111700SL		5.00	17	330.			330.	330.		0.
44	LASER/SCANNED SIG	110100SL		5.00	17	1,140.			1,140.	1,140.		0.
45	COMPUTER EQUIPMENT	111700SL		5.00	17	9,575.			9,575.	9,575.		0.
46	EQUIPMENT-HOLLYSOFT	121300SL		5.00	17	11,706.			11,706.	11,706.		0.
47	COMPUTER EQUIPMENT	121800SL		5.00	17	1,292.			1,292.	1,292.		0.
48	COMPUTER EQUIPMENT	123100SL		5.00	17	5,456.			5,456.	5,456.		0.
49	NEWMARK/PARAMOUNT	123100SL		15.00	17	296,925.			296,925.	214,353.		19,795.
50	DEMOLITION/DISPOSAL	123100SL		15.00	17	21,446.			21,446.	13,585.		1,430.
51	TELEPHONE RE-WIRING	123100SL		15.00	17	23,552.			23,552.	14,915.		1,570.
52	SECURITY CARD SWIPE	123100SL		15.00	17	4,158.			4,158.	2,632.		277.
53	ARCHITECTURAL & DESIGN	123100SL		15.00	17	10,505.			10,505.	6,650.		700.
54	LEASEHOLD IMPROVEMENTS	123100SL		15.00	17	23,500.			23,500.	14,103.		1,567.

028102
05-01-10

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2010 DEPRECIATION AND AMORTIZATION REPORT

- CURRENT YEAR FEDERAL - AMERICAN FEDERATION OF MUSICIANS OF THE UNITED STATES AND CANADA

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
55	LEASEHOLD IMPROVEMENTS	123100SL		15.00	17	6,000.			6,000.	3,600.		400.
56	DIGITAL COPIER - CANADA	102300SL		5.00	17	9,898.			9,898.	9,898.		0.
57	LAPTOP - WILLAERT	101101SL		5.00	17	2,360.			2,360.	2,360.		0.
58	LEASEHOLD IMPROVEMENTS NY 2001	123101SL		15.00	17	5,965.			5,965.	3,325.		398.
59	CDW/HP PRINTER - IM 2001	123101SL		5.00	17	825.			825.	825.		0.
60	FURNITURE - GENERAL NY 2001	123101SL		5.00	17	49,899.			49,899.	49,899.		0.
61	COMPUTER - WEST COAST 2001	123101SL		5.00	17	8,852.			8,852.	8,852.		0.
62	LAPTOPS-GENERAL NY 2001	123101SL		5.00	17	11,490.			11,490.	11,490.		0.
63	HOLLYSOFT SOFTWARE NY 2001	123101SL		7.00	17	41,509.			41,509.	41,509.		0.
64	DELL COMPUTERS NY 2001	123101SL		5.00	17	15,826.			15,826.	15,826.		0.
65	FILE CABINETS WEST COAST 2001	123101SL		5.00	17	2,520.			2,520.	2,520.		0.
66	LEASEHOLD IMPROVEMENTS	040502SL		15.00	17	1,505.		452.	1,053.	534.		70.
67	FURNITURE - GENERAL NY 2002	062602SL		5.00	17	867.		260.	607.	607.		0.
68	FURNITURE KITCHEN/MAILROOM	012502SL		5.00	17	6,278.		1,883.	4,395.	4,395.		0.
69	FURNITURE - WEST COAST LATERAL DRAWER	011602SL		5.00	17	2,367.		710.	1,657.	1,657.		0.
70	FURNITURE - WEST COAST WORK STATION	013102SL		5.00	17	34,628.			34,628.	34,628.		0.
71	FURNITURE - WEST COAST ADV LIQUID/3	070102SL		5.00	17	1,788.		536.	1,252.	1,252.		0.
72	HOLLYSOFT SOFTWARE NY 2002	123102SL		3.00	17	15,919.		4,776.	11,143.	11,143.		0.

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(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2010 DEPRECIATION AND AMORTIZATION REPORT

- CURRENT YEAR FEDERAL - AMERICAN FEDERATION OF MUSICIANS OF THE UNITED STATES AND CANADA

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
732002	COMPUTER - NEW YORK	123102SL		5.00	17	4,434.		1,665.	2,769.	2,769.		0.
742002	DELL COMPUTERS NY	123102SL		5.00	17	12,965.		3,554.	9,411.	9,394.		0.
752002	COMPUTER - WEST	123102SL		5.00	17	4,962.		1,489.	3,473.	3,473.		0.
762002	LEASEHOLD	100903SL		5.00	17	5,074.			5,074.	4,703.		0.
772002	IMPROVEMENTS	122203SL		5.00	17	3,259.			3,259.	3,259.		0.
782002	COMPUTER - NEW YORK	020503SL		3.00	17	1,882.			1,882.	1,882.		0.
792002	COMPUTER - NEW YORK	031703SL		3.00	17	897.			897.	897.		0.
802002	COMPUTER - NEW YORK	051503SL		3.00	17	2,182.			2,182.	2,182.		0.
812002	COMPUTER - NEW YORK	051503SL		3.00	17	2,666.			2,666.	2,666.		0.
822002	COMPUTER - NEW YORK	080603SL		3.00	17	1,007.			1,007.	981.		0.
832002	COMPUTER - NEW YORK	080603SL		3.00	17	1,007.			1,007.	981.		0.
842002	COMPUTER - NEW YORK	080603SL		3.00	17	1,007.			1,007.	981.		0.
852002	COMPUTER - NEW YORK	080803SL		3.00	17	11,080.			11,080.	10,784.		0.
862002	COMPUTER - NEW YORK	092503SL		3.00	17	1,055.			1,055.	982.		0.
872002	COMPUTER - NEW YORK	092603SL		3.00	17	855.			855.	795.		0.
882002	COMPUTER - NEW YORK	101603SL		3.00	17	463.			463.	417.		0.
892002	COMPUTER - NEW YORK	122103SL		5.00	17	4,877.			4,877.	4,877.		0.
902002	COMPUTER - NEW YORK	123103SL		3.00	17	3,141.			3,141.	3,141.		0.

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2010 DEPRECIATION AND AMORTIZATION REPORT

- CURRENT YEAR FEDERAL - AMERICAN FEDERATION OF MUSICIANS OF THE UNITED STATES AND CANADA

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
912003	COMPUTER - NEW YORK	123103SL		3.00	17	4,341.			4,341.	4,341.		0.
922003	COMPUTER - NEW YORK	123103SL		3.00	17	4,429.			4,429.	4,428.		0.
932003	COMPUTER - NEW YORK	123103SL		5.00	17	2,730.			2,730.	2,730.		0.
942003	COMPUTER - NEW YORK	123103SL		5.00	17	7,000.			7,000.	7,000.		0.
952003	FURNITURE & FIXTURES-LA 2003	110803SL		5.00	17	573.			573.	536.		0.
962003	FURNITURE & FIXTURES-LA 2003	111003SL		5.00	17	758.			758.	710.		0.
972003	COMPUTER - LA 2003	092603SL		3.00	17	2,559.			2,559.	2,132.		0.
982003	FURNITURE & FIXTURES-CANADA	120803SL		5.00	17	498.			498.	458.		0.
992003	COMPUTER - CANADA	100603SL		3.00	17	2,616.			2,616.	2,398.		0.
1002004	FURNITURE - GENERAL	102704SL		5.00	17	233.			233.	233.		0.
1012004	FURNITURE - GENERAL	102304SL		5.00	17	3,506.			3,506.	3,231.		0.
1022004	LAPTOP - NEW YORK	033104SL		5.00	17	4,843.			4,843.	4,843.		0.
1032004	COMPUTER - NEW YORK	033104SL		3.00	17	15,804.			15,804.	14,750.		0.
1042004	COMPUTER - NEW YORK	043004SL		5.00	17	1,279.			1,279.	1,279.		0.
1052004	PRINTER WC - NEW YORK	051104SL		3.00	17	322.			322.	322.		0.
1062004	COMPUTER - NEW YORK	053104SL		5.00	17	1,390.			1,390.	1,390.		0.
1072004	COMPUTER - NEW YORK	063004SL		5.00	17	629.			629.	629.		0.
1082004	COMPUTER - NEW YORK	070804SL		3.00	17	20,971.			20,971.	20,970.		0.

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(D) - Asset disposed

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- CURRENT YEAR FEDERAL - AMERICAN FEDERATION OF MUSICIANS OF THE UNITED STATES AND CANADA

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction in Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1092004	COMPUTER - NEW YORK	072204SL		5.00	17	2,934.			2,934.	2,934.		0.
1102004	COMPUTER - NEW YORK	092804SL		3.00	17	1,686.			1,686.	1,686.		0.
1112004	COMPUTER - NEW YORK	033104SL		5.00	17	4,099.			4,099.	4,099.		0.
1122004	COMPUTER - NEW YORK	010104SL		5.00	17	46,734.			46,734.	46,734.		0.
1132004	COMPUTER - NEW YORK	120104SL		5.00	17	43,111.			43,111.	43,111.		0.
1142004	REFRIGERATOR - WEST	102904SL		5.00	17	378.			378.	378.		0.
1152004	FURNITURE - WEST	111504SL		5.00	17	1,075.			1,075.	1,075.		0.
1162004	COAST LATERAL DRAW MEMORY CARD - WEST	093004SL		5.00	17	271.			271.	271.		0.
1172004	COAST 2004	061605SL		5.00	17	16,736.			16,736.	15,062.		1,674.
1182004	EQUIPMENTS	061605SL		5.00	17	1,426.			1,426.	1,283.		143.
1192004	FURNITURE & FIXTURE	011805SL		5.00	17	1,367.			1,367.	1,229.		138.
1202004	FURNITURE & FIXTURE	091605SL		5.00	17	1,167.			1,167.	1,049.		118.
1212004	FURNITURE & FIXTURE	091605SL		5.00	17	1,889.			1,889.	1,701.		188.
1222004	FURNITURE & FIXTURE	011805SL		5.00	17	634.			634.	571.		63.
1232004	FURNITURE & FIXTURE	093005SL		5.00	17	820.			820.	738.		82.
1242004	FURNITURE & FIXTURE	093005SL		5.00	17	3,346.			3,346.	3,011.		335.
1252004	FURNITURE & FIXTURE	070105SL		5.00	17	3,258.			3,258.	2,934.		324.
1262004	FURNITURE & FIXTURE	102005SL		5.00	17	2,004.			2,004.	1,804.		200.

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(D) - Asset disposed

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2010 DEPRECIATION AND AMORTIZATION REPORT

- CURRENT YEAR FEDERAL - AMERICAN FEDERATION OF MUSICIANS OF THE UNITED STATES AND CANADA

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
127	FURNITURE & FIXTURE	102005SL		5.00	17	461.			461.	414.		47.
128	FURNITURE & FIXTURE	102005SL		5.00	17	581.			581.	522.		59.
129	FURNITURE & FIXTURE	120205SL		5.00	17	1,047.			1,047.	941.		106.
130	FURNITURE & FIXTURE	120205SL		5.00	17	5,620.			5,620.	5,058.		562.
131	FURNITURE & FIXTURE	120205SL		5.00	17	326.			326.	293.		33.
132	COMPUTERS	070105SL		3.00	17	19,353.			19,353.	19,353.		0.
133	SYSTEM UPGRADE	070105SL		5.00	17	237,214.			237,214.	210,645.		26,569.
134	COPIER-CANADA	053105SL		3.00	17	887.			887.	887.		0.
135	COMPUTER-CANADA	122805SL		3.00	17	1,202.			1,202.	1,202.		0.
136	COMPUTERS	120605SL		3.00	17	5,145.			5,145.	5,145.		0.
137	IMPROVEMENTS	070606SL		5.00	17	800.			800.	560.		160.
138	IMPROVEMENTS	071306SL		5.00	17	18,315.			18,315.	12,821.		3,653.
139	COMPUTER EQUIPMENT	040706SL		5.00	17	1,348.			1,348.	945.		270.
140	COMPUTER - CANADA	050906SL		3.00	17	995.			995.	995.		0.
141	COMPUTER - CANADA	061606SL		3.00	17	988.			988.	988.		0.
142	COMPUTER EQUIPMENT	011906SL		5.00	17	12,000.			12,000.	8,400.		2,400.
143	COMPUTER EQUIPMENT	012306SL		5.00	17	5,240.			5,240.	3,668.		1,048.
144	COMPUTER EQUIPMENT	012606SL		5.00	17	1,716.			1,716.	1,201.		343.

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(D) - Asset disposed

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2010 DEPRECIATION AND AMORTIZATION REPORT

- CURRENT YEAR FEDERAL - AMERICAN FEDERATION OF MUSICIANS OF THE UNITED STATES AND CANADA

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
145	COMPUTER EQUIPMENT	020706SL		5.00	17	2,640.			2,640.	1,848.		528.
146	COMPUTER EQUIPMENT	020706SL		5.00	17	5,185.			5,185.	3,630.		1,037.
147	COMPUTER EQUIPMENT	021006SL		5.00	17	1,182.			1,182.	826.		236.
148	COMPUTER EQUIPMENT	022106SL		5.00	17	6,912.			6,912.	4,837.		1,382.
149	COMPUTER EQUIPMENT	022106SL		5.00	17	3,960.			3,960.	2,772.		792.
150	COMPUTER EQUIPMENT	031006SL		5.00	17	10,735.			10,735.	7,515.		2,147.
151	COMPUTER EQUIPMENT	031006SL		5.00	17	8,929.			8,929.	6,251.		1,786.
152	COMPUTER EQUIPMENT	032706SL		5.00	17	2,305.			2,305.	1,614.		461.
153	COMPUTER EQUIPMENT	040506SL		5.00	17	11,010.			11,010.	7,707.		2,202.
154	COMPUTER EQUIPMENT	042106SL		5.00	17	2,640.			2,640.	1,848.		528.
155	COMPUTER EQUIPMENT	051706SL		5.00	17	2,420.			2,420.	1,694.		484.
156	COMPUTER EQUIPMENT	051806SL		5.00	17	1,745.			1,745.	1,222.		349.
157	COMPUTER EQUIPMENT	052506SL		5.00	17	4,835.			4,835.	3,385.		967.
158	COMPUTER EQUIPMENT	062206SL		5.00	17	1,175.			1,175.	823.		235.
159	COMPUTER EQUIPMENT	080306SL		5.00	17	620.			620.	434.		124.
160	COMPUTER EQUIPMENT	080306SL		5.00	17	1,125.			1,125.	788.		225.
161	COMPUTER EQUIPMENT	082406SL		5.00	17	1,673.			1,673.	1,172.		335.
162	COMPUTER EQUIPMENT	082406SL		5.00	17	6,650.			6,650.	4,655.		1,330.

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(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2010 DEPRECIATION AND AMORTIZATION REPORT

- CURRENT YEAR FEDERAL - AMERICAN FEDERATION OF MUSICIANS OF THE UNITED STATES AND CANADA

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
163	COMPUTER EQUIPMENT	101806SL		5.00	17	1,915.			1,915.	1,341.		383.
164	COMPUTER EQUIPMENT	101806SL		5.00	17	2,250.			2,250.	1,575.		450.
165	COMPUTER EQUIPMENT	101806SL		5.00	17	990.			990.	693.		198.
166	COMPUTER EQUIPMENT	101806SL		5.00	17	1,673.			1,673.	1,172.		335.
167	COMPUTER EQUIPMENT	101806SL		5.00	17	660.			660.	462.		132.
168	COMPUTER EQUIPMENT	101806SL		5.00	17	2,646.			2,646.	1,852.		529.
169	COMPUTER EQUIPMENT	101806SL		5.00	17	3,596.			3,596.	2,517.		719.
170	COMPUTER EQUIPMENT	103006SL		5.00	17	20,000.			20,000.	14,000.		4,000.
171	COMPUTER EQUIPMENT	010907SL		5.00	17	60,000.			60,000.	30,000.		12,000.
172	COMPUTER EQUIPMENT	121306SL		5.00	17	3,621.			3,621.	2,629.		724.
173	FURNITURE & FIXTURE	060606SL		5.00	17	3,191.			3,191.	2,233.		638.
174	COMPUTER EQUIPMENT	120107SL		5.00	17	16,283.			16,283.	7,076.		3,257.
175	COMPUTER EQUIPMENT	123108SL		5.00	17	18,097.		9,049.	9,048.	2,036.		1,810.
176	COMPUTER EQUIPMENT	123108SL		5.00	17	8,117.		4,059.	4,058.	913.		812.
178	COMPUTER EQUIPMENT	010109SL		5.00	17	3,499.			3,499.	2,175.		700.
179	COMPUTER EQUIPMENT	010110SL		3.00	19A	1,450.			1,450.			242.
180	COMPUTER EQUIPMENT	010110SL		3.00	19A	3,725.			3,725.			621.
181	COMPUTER EQUIPMENT	010110SL		5.00	19B	72,550.			72,550.			7,255.

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(D) - Asset disposed

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2010 DEPRECIATION AND AMORTIZATION REPORT

- CURRENT YEAR FEDERAL - AMERICAN FEDERATION OF MUSICIANS OF THE UNITED STATES AND CANADA

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
182	COMPUTER - CANADA	060110SL		5.00	19B	4,500.			4,500.			450.
183	COMPUTER EQUIPMENT	010110SL		3.00	19A	1,613.			1,613.			269.
184	COMPUTER EQUIPMENT	060109SL		5.00	17	71,175.			71,175.	7,118.		14,235.
185	(D)COMPUTER EQUIPMENT	060109SL		3.00	17	1,684.			1,684.	281.		281.
186	COMPUTER EQUIPMENT	060109SL		3.00	17	1,462.			1,462.	544.		487.
	* TOTAL 990 PAGE 10 DEPR					1826950.		28,433.	1798517.	1397257.	0.	130,407.

Form **4562**Department of the Treasury
Internal Revenue Service (99)
Name(s) shown on return**Depreciation and Amortization** 990
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2010Attachment
Sequence No **67**AMERICAN FEDERATION OF MUSICIANS OF THE
UNITED STATES AND CANADA

FORM 990 PAGE 10

Identifying number
22-1476432**Part I Election To Expense Certain Property Under Section 179** Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2011. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2010	17	121,570.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property		6,788.	3 YRS.	HY	SL	1,132.
b 5-year property		77,050.	5 YRS.	HY	SL	7,705.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27 5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year			12 yrs.	S/L	
c 40-year	/		40 yrs.	MM	S/L

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	130,407.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

**AMERICAN FEDERATION OF MUSICIANS OF THE
UNITED STATES AND CANADA**

Form 4562 (2010)

22-1476432 Page 2

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
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25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use **25**

26 Property used more than 50% in a qualified business use:

		%						
		%						
		%						

27 Property used 50% or less in a qualified business use:

		%			S/L -		
		%			S/L -		
		%			S/L -		

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 **28**

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 **29**

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
-----------------------------	------------------------------------	------------------------------	------------------------	---	--------------------------------------

42 Amortization of costs that begins during your 2010 tax year:

43 Amortization of costs that began before your 2010 tax year **43**

44 Total. Add amounts in column (f). See the instructions for where to report **44**

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization AMERICAN FEDERATION OF MUSICIANS OF THE UNITED STATES AND CANADA	Employer identification number 22-1476432
	Number, street, and room or suite no. If a P.O. box, see instructions. 1501 BROADWAY, NO. 600	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10036	

Enter the Return code for the return that this application is for (file a separate application for each return)

01

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

SAMUEL FOLIO

- The books are in the care of **1501 BROADWAY - NEW YORK, NY 10036**

Telephone No. **212-869-1330**

FAX No.

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2011.**

5 For calendar year **2010**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

WAITING FOR INFORMATION FROM THIRD PARTY TO FILE AN ACCURATE AND COMPLETE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature

Title **CPA**

Date

Form 8868 (Rev. 1-2011)

Court File No.

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N:

**THE AMERICAN FEDERATION OF MUSICIANS OF
THE UNITED STATES AND CANADA**

Plaintiff

- and -

**LEN LYTWYN, BILL SKOLNIK and
THE MUSICIANS' RIGHTS ORGANIZATION OF CANADA**

Defendants

STATEMENT OF CLAIM

TO THE DEFENDANTS

A LEGAL PROCEEDING HAS BEEN COMMENCED AGAINST YOU by the plaintiff. The claim made against you is set out in the following pages.

IF YOU WISH TO DEFEND THIS PROCEEDING, you or an Ontario lawyer acting for you must prepare a statement of defence in Form 18A prescribed in the *Rules of Civil Procedure*, serve it on the plaintiff's lawyer or, where the plaintiff does not have a lawyer, serve it on the plaintiff, and file it, with proof of service, in this court office, **WITHIN TWENTY (20) DAYS** after this statement of claim is served on you, if you are served in Ontario.

IF YOU ARE SERVED in another province or territory of Canada or in the United States of America, the period for serving and filing your statement of defence is forty (40) days. If you are served outside Canada and the United States of America, the period is sixty (60) days.

INSTEAD OF SERVING and filing a statement of defence, you may serve and file a notice of intent to defend in Form 18B prescribed by the *Rules of Civil Procedure*. This will entitle you to ten (10) more days within which to serve and file your statement of defence.

IF YOU FAIL TO DEFEND THIS PROCEEDING, JUDGMENT MAY BE GIVEN AGAINST YOU IN YOUR ABSENCE AND WITHOUT FURTHER NOTICE TO YOU. IF YOU WISH TO DEFEND THIS PROCEEDING BUT ARE UNABLE TO PAY LEGAL FEES, LEGAL AID MAY BE AVAILABLE TO YOU BY CONTACTING A LOCAL LEGAL AID OFFICE.

IF YOU PAY THE PLAINTIFF'S CLAIM, and \$10,000 for costs, within the time for serving and filing your statement of defence, you may move to have this proceeding dismissed by the court. If you believe the amount claimed for costs is excessive, you may pay the plaintiff's claim and \$100.00 for costs and have the costs assessed by the court.

Date:

Issued by

Local Registrar

Address of
court office

393 University Avenue
10th Floor
Toronto, Ontario
M5G 1E6

TO: **Musicians' Rights Organization of Canada**
75 The Donway West, Suite 1006
Toronto, ON M3C 2E9
Tel: (416) 510-0279
Fax: (416) 510-8724

AND TO: **Len Lytwyn**
56 May Avenue
Sharon, ON L0G 1V0

AND TO: **Bill Skolnik**
2286 Medhat Drive
Mississauga, ON L5B 2E6

CLAIM

1. The Plaintiff claims:

- (a) A Declaration that the transfer of all rights and obligations with respect to the assignment of performers' neighbouring rights from the American Federation of Musicians of the United States and Canada (the "AFM") to the Musicians' Rights Organization of Canada ("MROC") is void and of no effect;
- (b) A Declaration that Len Lytwyn and Bill Skolnik breached the fiduciary duties owed by them to the AFM by virtue of their position as elected officers and/or employees of the AFM;
- (c) A Declaration that Len Lytwyn and Bill Skolnik made misrepresentations through commission and omission to the AFM regarding the nature and legal character of MROC;
- (d) A Declaration that MROC was unjustly enriched or, in the alternative, that MROC held the assets in a constructive trust for the AFM;
- (e) An Order for an accounting of the expenditures and assets of MROC;
- (f) An Order for the return of all assets transferred from the AFM to MROC pursuant to the transfer;
- (g) Damages in the amount equal to all monies received by MROC less all amounts returned to the AFM and less all monies distributed to assignors;

- (h) Punitive, exemplary and aggravated damages in the amount of one million dollars (\$1,000,000);
- (i) A Declaration that the Defendants are jointly and severally liable for such damages;
- (j) Pre-judgment interest in accordance with section 128 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended;
- (k) Post-judgment interest in accordance with section 129 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended;
- (l) The costs of this proceeding on a substantial indemnity scale, plus tax; and
- (m) Such further and other relief as to this Honourable Court may seem just.

I. The Parties

2. The Plaintiff the American Federation of Musicians of the United States and Canada (the "AFM") is a trade union and a non-profit mutual benefit corporation incorporated under sections 7110-8910 of the California *Corporations Code*. The AFM is headquartered in New York, New York, with international offices in Los Angeles and Toronto. The AFM has represented the interests of professional musicians since 1896 and has operated in Canada since 1897.

3. The Defendant the Musicians' Rights Organization of Canada ("MROC") is a not-for-profit corporation incorporated under the *Canada Corporations Act* headquartered in Toronto. At the time of its incorporation in 2009, MROC had three directors, as further described below. MROC is a "collective society" within the meaning of the *Copyright Act* (Canada).

4. The Defendant Len Lytwyn was, until December, 2010, an employee of the AFM and its Executive Director for Canada. Currently, he is a director and President/Chairman of MROC. Lytwyn resides in Sharon, Ontario.

5. The Defendant Bill Skolnik is the Vice-President from Canada of the AFM, which is an elected position, and was a director of MROC at the time of its incorporation and its first Vice-President. Skolnik resides in Mississauga, Ontario.

II. Background to Claim

6. The AFM has long desired to establish a collective rights society for its membership who reside or record music in Canada. The individual Defendants, who are, or were at all relevant times, officers and/or employees and fiduciaries of the AFM, took advantage of

that desire and their roles within the AFM in order to establish their own, unconnected, organization and to create highly paid positions for themselves and their political allies. Despite the duty of care owed to the AFM, and through the AFM, to the members and assignors, the individual Defendants established MROC as an individually controlled organization with no connection to or oversight by the AFM. Further, they used AFM funds, resources and goodwill to effect their objectives.

7. As further described below, the AFM, in reliance on representations from the individual Defendants that the AFM would retain oversight over MROC's affairs, and as a consequence of the individual Defendants' decision to omit certain information in discussions with the AFM, transferred certain of its rights and obligations with respect to Canadian musicians to MROC. Subsequently, the AFM discovered that the individual Defendants structured MROC to ensure that the AFM would have no such oversight role. The AFM pleads, and the fact is, that it would not have transferred such rights and obligations to MROC had it not been misled by statements and omissions by the individual Defendants, and any agreement to transfer is void and without effect and any assets held by MROC as a result of that transfer should be returned to the AFM.

a. AFM's Role in Administration of Neighbouring Rights

8. In August 1997, the AFM became one of the founding member organizations of the Neighbouring Rights Collective of Canada (the "NRCC", now known as "Re:Sound"), along with the Union des Artistes ("UDA") and the Alliance of Canadian Cinema, Television and Radio Artists ("ACTRA"), as well as other owner/label organizations. The NRCC was established under the *Copyright Act* to assist musicians to collect remuneration for their performing rights in sound recordings and in performers' performances by means of radio-communication and in public performances under sections 19 and 81 of the *Copyright Act* ("neighbouring rights"). It acts as an agent to set tariffs for neighbouring rights, and then

to collect the royalties from the broadcasters or other users of recordings. It is a not-for-profit corporation and charges an administration fee for these services.

9. In order to fund the start-up costs of NRCC, each of the six founding entities guaranteed a line of credit of, in total, \$1.5 million. The AFM's share was initially \$250,000, and has risen to over \$336,000. This line of credit was released on behalf of the AFM on September 17, 2010.

10. The NRCC divides the money it collects evenly between the owner/label organizations for distribution to owners, and the artist organizations, such as the AFM, for distribution to artists. As such, the AFM is a "sub-collective", responsible for distributing the royalties to those artists who have authorized AFM to act on their behalf. Artists are free to authorize the AFM or any other sub-collective. The AFM, as well as the other sub-collectives, charges an administration fee for these services. All of the artist sub-collectives charge the same fee. The AFM, in its sub-collective capacity, is also known as the Musicians' Neighbouring Rights Royalties (the "MNRR").

11. The authorization forms signed by the artists to allow AFM to act as their agent in the collection of royalties provide, in relevant part:

5. By this Appointment, I authorize the AFM to act as my exclusive agent with respect to any rights to Remuneration in relation to Uses of my Work that come into effect through amendments to the Act, or through any other legislative regime.

6. This Appointment shall be effective as of the date below and shall be perpetual until revoked. I understand that I may revoke this Appointment by providing written notice of my intention to revoke this Appointment to the

AFM and that this Appointment will be deemed terminated ten (10) business days after actual receipt of this notice by the AFM.

7. The AFM may assign this agreement to a company it owns or controls, and in such event, the AFM shall provide written notice of such assignment to me within thirty (30) days of such assignment.

12. Unlike the other two artist organization sub-collectives established by ACTRA and UDA (ACTRA-PRS and Artisti respectively), which are separate not for profit corporate entities owned and controlled by those organizations to provide administrative functions, the AFM did not initially establish a separate corporate entity to administer the distribution of royalties. Instead, it carried out its responsibilities internally and through a service agreement with ACTRA-PRS.

13. The AFM, like the other organizations, charges an administrative fee of 15% of the royalties collected. Of this amount, the AFM gives ACTRA-PRS 13% and retains 2% for use for operating expenses. These funds are released only when the royalties are distributed to the musicians.

b. The Development of MROC

14. The AFM, in order to assist its Canadian assignors, desired to set up an entity, separate from ACTRA-PRS, to administer the neighbouring rights. Throughout the 2000s, the AFM amassed funds and considered various strategies to assist in the development of a separate entity. The Defendants Lytwyn and Skolnik were aware and were involved in these initiatives in their capacities as officers and/or employees of the AFM.

15. As early as January 2009, the individual Defendants developed by-laws with AFM counsel for the yet to be formed corporation. Subsequently, the individual Defendants

retained second counsel, with AFM funds, to revise the initial by-laws. Neither the fact that these by-laws had been drafted, nor their contents, were ever discussed with the other officers of the AFM, despite the fact that at all times the individual Defendants purported to act in their capacities as officers and/or employees of the AFM.

16. On September 30, 2009, MROC was incorporated. The applicants for incorporation and first directors were Bill Skolnik, Len Lytwyn and Alan Willaert, an AFM International Representative, all noted as "Business Executives", despite their employment with AFM and further despite the fact that the AFM Canadian office address was used. Despite the fact that this was purportedly an AFM initiative, begun in their capacity as officers and/or employees of the AFM and paid for directly and indirectly with AFM funds, no connection with the AFM was noted in the Application for Incorporation or the By-Laws of the corporation. The Plaintiff pleads, and the fact is, this was done deliberately to ensure that the AFM would have no claim to the new organization.

17. On or about January 8, 2010, Skolnik, Lytwyn, Craig Parks (on behalf of MROC, but whose fees were paid for by the AFM), Tom Lee (then President of AFM) and Patricia Polach (counsel for AFM) met to discuss the establishment of a separate organization to enable the Canadian office to handle the functions which to date had been carried out by AFM staff, including Lytwyn. While it was generally agreed between the parties that such an organization would be beneficial, Lytwyn, Skolnik and Parks did not disclose the exact nature of the organization, that MROC would operate without any oversight or participation by the AFM or that MROC had already been chartered and that by-laws establishing its governing structure had been adopted. In fact, the AFM's belief was that such oversight and participation would be part of any such organization. AFM has subsequently learned that Skolnik and Lytwyn brought copies of these documents to the January 8, 2010 meeting, but did not provide them to the AFM. Had they been provided to Lee and Polach, the AFM would have learned that the AFM was to have no role in MROC.

18. On or about February 2010, Skolnik presented a resolution to the AFM's International Executive Board (the "IEB"). In his capacity as Vice-President from Canada Skolnik is a member of the IEB. The rationale for the new corporation presented by Skolnik to the IEB was:

[I]t had been the intention of the AFM from the outset of its partnering with the Canadian performer collectives (circa 1998) to create a non-profit entity under the NRCC regime, thus relieving the AFM of its financial obligations and its responsibilities for AFM's portion of the NRCC line of credit.

19. AFM has subsequently learned that Skolnik and Lytwyn brought copies of the MROC governing documents to the IEB meeting, but did not advise the IEB that they had such documents, nor did they provide them to the IEB. Had they been provided to the IEB, the AFM would have learned that the AFM was to have no role in MROC.

20. The resolution, subsequently passed by the IEB on or about February 4, 2010 (the "February 4th Resolution") and made retroactive to December 1, 2009, states, in relevant part:

Whereas, AFM together with the other four collectives co-signed a "line of credit" for the purpose of securing funds for the formation and operation of NRCC;

Whereas, each of the four other collectives were established by performer and maker unions and associations as separate non-profit entities;

Whereas, it was AFM's intention from the outset to create a similar non-profit entity which would perform the same functions as AFM under the NRCC

regime and assume all the financial obligations associated therewith, including AFM's portion of the NRCC line of credit; and,

Whereas, the Vice President from Canada, Bill Skolnik, informs the IEB of the formation of Musicians' Rights Organization Canada (MROC), a Canadian federally incorporated, not-for-profit entity whose objectives include the collection and distribution of performer remuneration collected by NRCC;

And whereas, MROC has agreed to carry out those objectives, and to fully assume liability for the administration and distribution of such remuneration to AFM's musician performer-assignors and for AFM's portion of the NRCC line of credit;

21. The February 4th Resolution purported to assign "all rights and obligations contained in the AFM/NRCC membership agreement" and "all rights and obligations contained in the service agreement between AFM (Canada) and ACTRA-PRS".

22. Following the February 4th Resolution, steps were taken by MROC to become operational.

c. Financial Arrangements

23. ACTRA-PRS, on behalf of the AFM, administered two accounts: a trust account, which contains the monies received from the NRCC and others in respect of remuneration to be paid to performers, along with associated interests, and an operating account, into which the 2% administration fee is transferred once the remuneration has been distributed to performers, and from which certain administrative costs are paid.

24. During the period prior to September, 2010, when the assets were transferred from the ACTRA accounts and into the MROC accounts, funds were expended from the Operating Account in support of MROC without any authorization to do so, and without any accounting or report to the AFM of such expenditures.

25. Other financial arrangements included the line of credit for the NRCC, and the operational support provided by the AFM to MROC.

26. On March 11, 2010, Lytwyn, as President of MROC, and Skolnik, as Vice President from Canada of the AFM, wrote to the Royal Bank of Canada regarding the line of credit to be transferred from AFM to MROC. In that memorandum, Lytwyn and Skolnik represented to the bank that MROC's "ties to the AFM remain strong", including the fact that "its founding members are all executives of the Canadian office of the AFM." They did not inform the bank that they had deliberately removed all references to their AFM positions in MROC's incorporation application and they also did not inform the bank that the AFM had no oversight with respect to MROC. In short, despite its representation to the bank about "strong ties" the individual Defendants deliberately structured MROC such that it would have no ties whatsoever to the AFM.

27. In September 2010, MROC proposed to enter into a service and affiliation agreement with the AFM, under which it would make certain payments to the AFM for staff and equipment time. The original proposed payment structure was:

- (a) 20% of the Canadian office rent;
- (b) 20% of the Canadian office overhead;
- (c) 20% of Lytwyn and another officer's salary;
- (d) 80% of the salary to two staff members;
- (e) 10% of other Canadian office salaries; and

(f) An additional payment of \$50,000.

28. In addition, under the terms of the proposed agreement, each entity would agree to promote the objectives of the other.

29. A corresponding Affiliation Agreement would have recognized that "it is of strategic importance to be recognized as working in partnership with the [AFM]" and that mutual support was needed in all matters not contrary to each entity's interests.

30. These proposals were never accepted, and agreements were never reached. MROC forwarded some funds to the AFM ostensibly for the purpose of defraying certain costs, but an accounting of the expended funds was never made and the AFM has never acknowledged that the payments actually matched any or all of its costs of establishing and operating the collective.

31. On or about September 17, 2010, Lytwyn directed ACTRA to transfer \$15 million from the ACTRA/AFM trust account, and \$800,000 out of the operating account into MROC accounts controlled by Lytwyn. The transfer of funds from the AFM accounts to the MROC account was carried out without authority from the IEB or otherwise.

d. The Misrepresentations are Discovered

32. The terms of the Services and Affiliation Agreements, which appeared to contemplate completely separate organizations, which had not been the understanding of the AFM, led to further inquiries. Subsequent to the passing of the February 4th Resolution, the following was discovered by the AFM, as described above:

(a) On August 31, 2009, well before the idea of MROC was presented to the IEB for its approval, Bill Skolnik and Len Lytwyn, the AFM Vice President from

Canada and the AFM Executive Director for Canada, along with Alan Willaert, applied to the Ministry of Industry Canada for incorporation as a corporation without share capital to be called the Musicians' Rights Organization Canada and submitted by-laws for MROC with its application. Their application represented them as "Business Executives" rather than union representatives even though they were full time employees of the AFM and used the union's office address on their application.

- (b) On September 30, 2009, the Ministry of Industry issued letters patent to MROC.
- (c) The AFM was not provided with a copy of the MROC by-laws in a timely manner. Under the by-laws of MROC, and unlike other similar organizations within the AFM and within The NRCC, the AFM did not own or control MROC, or even have an institutional director seat or the right to appoint directors or any other oversight mechanisms.
- (d) Bill Skolnik, Len Lytwyn and Alan Willaert were to serve as directors of MROC in their personal capacity, and not as officers or employees of AFM.

33. Although well known to Skolnik and Lytwyn, none of the aforementioned facts were presented to the AFM prior to its consideration and adoption of the February 4th Resolution. The members of the IEB relied on the representations of the individual Defendants to the detriment of the AFM. The structure of MROC, as described above, is in no way "similar" to the structure established by the other artist sub-collectives or to other collective entities in which the AFM participates.

34. On September 29, 2010, Ray Hair, International President of the AFM, instructed Lytwyn and Skolnik to cease the ratification and adoption of the MROC by-laws, citing the issues above.

35. Skolnik and Lytwyn continued with MROC activities, despite the directive from their Federation president. Accordingly, on or about October 28, 2010, an IEB meeting of the AFM was held in Toronto. At that meeting, the IEB promulgated a resolution directing the AFM President to discuss the concerns outlined above with MROC (the "October 28th Resolution"). Subsequently, the AFM President instructed AFM employees to cease transfers of authorization to MROC on any other activities on behalf of MROC until such time as matters were resolved with MROC.

36. Again, despite the October 28th Resolution and instructions, MROC continued to operate and pursue transfers of authorizations, as further detailed below.

37. On or about December 8, 2010, MROC sent a notice to artists who had authorized AFM to act as their agent. In this notice, MROC told the artists that "AFM Canada" had "recently transferred the responsibility for collecting and distributing" royalties to MROC, but that "all of the people from the AFM Canada office...are still working on your behalf." This notice claimed that several AFM employees were working for or on behalf of MROC. At that time, no AFM employee was authorized to work for or provide services to MROC.

38. In response, the Toronto Musicians' Association, Local 149 (the "TMA"), issued a notice to its members regarding the status of MROC. Litigation was commenced by MROC against the TMA regarding this notice. This litigation continues.

e. MROC's Authorization is of no Force or Effect

39. Despite their view that the February 4th Resolution was of no force or effect, in order to ensure that the matter was clearly resolved, on January 16, 2011, the AFM IEB passed a resolution rescinding the February 4th resolution. This resolution reads, in relevant part, and in reference to the facts detailed in paragraph 34, above:

AND WHEREAS the above-described structure, unknown to the IEB when it adopted the February 4, 2010 Resolution, is inconsistent with the Federation's rights, interests and responsibilities and therefore the IEB would not have adopted the February 4, 2010 Resolution had it known the facts recited above;

AND WHEREAS the appointments and authorizations signed by musicians in Canada appointing the AFM to act as their agent for collecting royalties pursuant to Canadian law specifically provides that the AFM may assign this Agreement "to a company it owns or controls";

AND WHEREAS, under its current structure, the AFM does not "own or control" MROC;

NOW THEREFORE BE IT RESOLVED THAT the February 4, 2010 resolution be and hereby is rescinded and is without any force and effect;

AND BE IT FURTHER RESOLVED THAT any purported assignment of AFM-collected Musicians Neighbouring Rights Royalties Appointments and Authorizations is declared to be a nullity and without any force and effect *ab initio*;

f. MROC Continues to Make Misrepresentations

40. Despite the clear and unambiguous position taken by the AFM, MROC has continued to represent to musicians and to the public that all rights and obligations have been transferred by AFM to MROC.

41. Accordingly, Ray Hair, President of the AFM, informed all AFM locals and employees regarding the rescinding of the resolution on January 17, 2011. On February 11, 2011, Len Lytwyn wrote to the AFM locals setting out the basis for MROC's purported authority. In that letter, Lytwyn implied that the AFM, rather than desiring involvement to carry out its duties to its members and assignors, sought to disenfranchise Canadian members and assignors of the AFM. The Plaintiff pleads, and the fact is, the Plaintiff has endeavoured at all times to fully represent its Canadian members and assignors.

III. The Claim

42. The Plaintiff pleads, and the fact is, the Individual Defendants breached the fiduciary duties owed by them to the AFM by virtue of their positions as officers and/or employees of the AFM. The individual Defendants failed to act honestly and in good faith with a view to the best interests of the corporation AFM.

43. Specifically, the individual Defendants failed to meet the standard of care owed to the AFM by failing to ensure that the AFM was fully informed regarding the structure and legal nature of MROC. The Defendants deliberately put themselves into a conflict of interest, and preferred the interests of themselves personally and of MROC over those of the AFM. In their respective roles as AFM officers and employees, the individual Defendants were required to prefer the AFM's interests to all others. They failed to do so.

44. Furthermore, the individual Defendants took advantage of the corporate opportunity created by MROC, such opportunity open to them only by virtue of their status as officers and/or employees of the AFM.

45. The Plaintiff further pleads that the individual Defendants deliberately, or, in the alternative, negligently, in breach of the duty of care owed to the AFM by them, misrepresented the structure and legal nature of MROC, by:

- (a) Failing to provide the by-laws of MROC or inform the AFM of their participation as individuals, not AFM officers, on an ongoing basis and specifically at the meeting in January 2010;
- (b) Failing to inform AFM at any point of the nature of their individual interest in MROC;
- (c) Failing to inform the AFM that MROC would have no accountability to the AFM and that the AFM would have no oversight of MROC whatsoever; and
- (d) Representing to the AFM and the public at large that MROC would continue to be linked to the AFM and AFM staff would be in control, as described above.

46. The AFM pleads, and the case is, it relied on the statements made by the individual Defendants when entering into the agreement to transfer and the February 4th Resolution, such reliance causing damage to AFM's interests and the interests of the performers it represents.

47. In making such misrepresentations and in breaching their fiduciary duties, the conduct of the individual Defendants was high-handed, malicious, wanton and reckless. Such conduct is deserving of sanction by this Honourable Court and punitive and exemplary damages are appropriate.

48. The Plaintiff pleads that MROC was unjustly enriched, both through the ability to collect the 15% administration fee from the performers, and the start-up and other costs provided by the AFM to MROC. The AFM was correspondingly deprived of these funds. This enrichment occurred due to the inducement to enter into the authorization based on misrepresentations, and any agreement to provide funds or assistance to MROC by AFM was void *ab initio*, or, in the alternative, has been properly rescinded by resolution of the AFM IEB.

49. Moreover, allowing MROC to retain the assets so gained would be in violation of the requirements of good conscience.

50. The Plaintiff proposes that this action be heard in Toronto.

June 3, 2011

**CAVALLUZZO HAYES SHILTON
McINTYRE & CORNISH LLP**

Barristers & Solicitors
474 Bathurst Street
Suite 300
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M5T 2S6

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THE AMERICAN FEDERATION OF MUSICIANS
of the UNITED STATES AND CANADA
Plaintiff

- and -

THE MUSICIANS' RIGHTS ORGANIZATION OF CANADA et al.

Defendants

Court File No.

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceedings commenced at TORONTO

STATEMENT OF CLAIM

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